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VALLEY CLEAN ENERGY ALLIANCE

UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

In re	)	Case Nos. 19-30088 DM (Lead Case)
	)	19-30089 DM
PG&E CORPORATION	)	Chapter 11
-and-	)	Jointly Administered
PACIFIC GAS AND ELECTRIC)	
COMPANY,	)	VALLEY CLEAN ENERGY ALLIANCE'S
Debtors.	)	STATUS CONFERENCE STATEMENT
	)	REGARDING PRECONFIRMATION
<input type="checkbox"/> Affects PG&E Corporation	)	LEGAL ISSUES
<input type="checkbox"/> Affects Pacific Gas and Electric Company	)	Date: January 23, 2020
<input checked="" type="checkbox"/> Affects both Debtors.	)	Time: 1:00 p.m.
	)	Courtroom: 17
* All papers shall be filed in the Lead Case	)	Place: 450 Golden Gate Ave., 16 th Floor
No. 19-30088 DM	)	San Francisco, CA 94102
	)	Judge: Hon. Dennis Montali

Introduction

In response to the court's invitation in its order of November 15, 2019 (Dkt. No. 4760) for parties to identify legal objections to the competing plans that could readily be resolved preconfirmation as a matter of law, Valley Clean Energy Alliance ("VCE"), a joint powers authority¹ and community choice aggregator, requests that the court consider whether the anti-municipalization provision in the Ad Hoc Committee of Senior Unsecured Noteholders ("AHC") plan (see Section 6.22, Dkt. 4257) is an "appropriate provision" within the meaning of Section 1123(b)(6) or otherwise, and if it is not, require that provision as a condition of confirmation to be stricken from the AHC plan and excluded from any compromise plan that may be proposed.

In addition, with regard to the *Special Provisions for Governmental Units* (see Section 10.13 of both the PG&E plan, Dkt. 5101, and AHC plan), VCE would request clarification as to the scope and effect of the discharge, release and injunction provisions as to the Governmental Units, and in particular that they do not affect exercise of the power of eminent domain and ancillary related authority of Governmental Units as such exist outside of bankruptcy.

VCE has met and conferred with counsel for the AHC and the Debtor about these issues but no resolution has been reached to date.

The Anti-Municipalization Provision in the AHC Plan

VCE made a proposal to acquire PG&E's Yolo County distribution system so that VCE members could own and operate a publically owned electric utility. Similar proposals have been made by South San Joaquin Irrigation District ("SSJID"), the City and County of San Francisco and Nevada Irrigation District. The regions involved are urban, suburban and rural; flatlands, hills and mountains; and are essentially the Counties of San Francisco, Yolo and parts of San Joaquin, Nevada, Placer, Sutter and Yuba.

Section 6.22 of the AHC plan (Dkt. No. 4257) would prohibit the Reorganized Debtors from even considering such a proposal. That section provides:

6.22 **Key Operating Businesses**. The New Organizational Documents shall provide

¹ The governmental units that are members of VCE are the County of Yolo, the City of Davis, the City of Woodland and the City of Winters.

that the Reorganized Debtors shall not sell, and shall oppose any attempt to municipalize, any portion of the operating business or assets, for a period of five (5) years after the Effective Date; provided, however, that this provision shall not apply to any owned, including currently occupied, real estate. For the avoidance of doubt, this restriction will not limit any change in control transaction relating to Reorganized HoldCo, including, without limitation, a merger, tender offer or similar transaction.

Whether this provision is legal and appropriate and its scope are issues that should be considered and resolved on a preconfirmation basis.

This provision improperly interferes with the sovereign authority of governments to take property for public use and act for the public health, safety and welfare.

. . . “The power of eminent domain is an inherent attribute of sovereignty.” (Citations omitted.) This sovereign power has been described as “universally” recognized and “necessary to the very existence of government.” (Citations omitted) When properly exercised, that power affords an orderly compromise between the public good and the protection and indemnification of private citizens whose property is taken to advance that good. That protection is constitutionally ordained by the Fifth Amendment to the United States Constitution, which is made applicable to the states by nature of the Fourteenth Amendment (Citations omitted.) and by article I, section 19 of the California Constitution.

Because the power to condemn is an inherent attribute of general government, we have observed that “constitutional provisions merely place limitations upon its exercise.” (Citations omitted.) The two constitutional restraints are that the taking be for a “public use” and that “just compensation” be paid therefor. (Citations omitted.) No constitutional restriction, federal or state, purports to limit the nature of the property that may be taken by eminent domain

City of Oakland v. Oakland Raiders, 32 Cal.3d 60, 64 (1982).

Municipalization is not defined in the AHC plan and has no set meaning. Under what appears to be unilateral interpretive powers given to the proponents that bind even the court, what the proponent says the term means controls. (See AHC plan, Article I, “*Interpretation; Application of Definitions and Rules of Construction*,” subpart (j) [any “effectuating provisions”—a term undefined

1 in the plan—are to be interpreted “*by the Plan Proponent* in a manner consistent with the overall
2 purpose and intent of the Plan . . . *and such interpretation shall control in all respects.*”] (emphasis
3 added).)

4 Further, the anti-municipalization provision appears to discriminate against public acquisition
5 as “municipalization” while not restricting either voluntary or hostile takeover by private interests.
6 The anti-municipalization provision would require management of the Reorganized Debtors, for a
7 period of five years, to reject *any* acquisition proposal from a public agency, no matter how favorable.
8 At the same time that it strips the Reorganized Debtors of the ability to respond appropriately to a
9 public agency proposal, it does *not* restrict acceptance of an identical proposal from a private party,
10 unless that too would be “municipalization.”

11 The anti-municipalization provision places the private desire to maintain the size of the Utility
12 against all public offers and against all changes in facts and circumstances and against the best interests
13 of the Reorganized Debtors at the time the decision may come before it. The provision interferes with
14 the business judgment of Reorganized Debtors and attempts to bind the conduct of the future boards
15 of the Reorganized Debtors in violation of applicable law. See *Omnicare v. NCS Healthcare, Inc.*, 818
16 A.2d 914, 936 (Del. 2003) (“to the extent that a contract, or a provision thereof, purports to require a
17 board to act or not act in such a fashion as to limit the exercise of fiduciary duties, it is invalid and
18 unenforceable.”)

19 VCE does not question that a property owner has the right to contest a condemnation action.
20 But a chapter 11 plan sanctioned by the bankruptcy court that *prohibits* the Reorganized Debtor from
21 settling with a public agency or selling to a public agency is not necessary and needlessly raises
22 discrimination issues (cf., the PG&E plan, Dkt. No.5101, which includes no similar provision).

23 The anti-municipalization issue may be perceived as a parochial concern of a few, but it is not.
24 Representatives of VCE, SSJID, San Francisco and NID have been in contact with the Governor’s
25 office in this regard and are aware that many other municipalities in California have similar concerns.
26 The Governor has expressed support for public action, including for the state to step in to restructure
27 the Utility (See Office of Governor Press Release, November 1, 2019,
28 <https://www.gov.ca.gov/2019/11/01/governor-newsom-outlines-state-efforts-to-fight-wildfires->

1 protect-vulnerable-californians-and-ensure-that-going-forward-all-californians-have-safe-affordable-
 2 reliable-and-clean-power/; Governor Newsom's letter to PG&E's CEO, dated December 13, 2019,
 3 Dkt. 5138-1.) VCE requests that the anti-municipalization provision be deleted from the AHC plan
 4 and excluded from any compromise plan that may be reached by the AHC and the Debtors.

5 **The Special Provisions for Governmental Units and**
 6 **the Scope of Discharge, Release and Injunction in Both Plans**

7 The *Special Provisions for Governmental Units* (see Section 10.13 of both the PG&E plan and
 8 AHC plan) appear to provide some relief to Governmental Units from the very broad and expansive
 9 discharge, release and injunction provisions of the plans (see Sections 10.3-10.9 of both Plans).
 10 However, it is not clear that the Special Provisions provide real and sufficient protection. For example,
 11 are the provisions releasing the debtors from creditor defenses, setoffs and recoupments overridden by
 12 the Special Provisions? (See Section 10.8 releasing all "Exculpated Parties," defined to include
 13 Debtors and specified nondebtors [PG&E plan 1.58, AHC plan 1.64], from all "Causes of Action,"
 14 defined to include defenses, setoffs and recoupments [PG&E plan 1.19, AHC plan 1.21].)

15 VCE therefore requests clarification as to the scope and effect of the discharge, release and
 16 injunction provisions as to the Governmental Units, and in particular that they do not affect the
 17 exercise of the power of eminent domain and ancillary related authority of Governmental Units as
 18 such exist outside of bankruptcy. This request is especially appropriate, given the plan provisions
 19 requiring deference to PG&E's and the AHC's interpretations of the plans. (See PG&E plan, Article
 20 I, "*Interpretation; Application of Definitions and Rules of Construction*," subpart (j); AHC Plan,
 21 Article I, "*Interpretation; Application of Definitions and Rules of Construction*," subpart (j).)

22 **Conclusion**

23 Preconfirmation consideration of issues like these is consonant with the court's independent
 24 scrutiny of all plans in order to avoid unintended preclusive finality of inappropriate plan provisions.
 25 See *United Student Aid Funds, Inc. v. Espinosa*, 559 U.S. 260, 275-276, 278, 130 S.Ct. 1367, 176
 26 L.Ed.2d 158 (2010). Furthermore, preconfirmation resolution enhances confidence in the confirmation
 27 process and the legitimacy of the plan that is ultimately successful.

28 VCE recommends and requests the court take up the AHC plan's anti-municipalization

1 provision and the Special Provisions for Governmental Units provision in both plans as
2 preconfirmation issues. All other confirmation issues VCE has or may have are hereby reserved.

3
4 DATED: January 22, 2020.

RESPECTFULLY SUBMITTED,

5 BOUTIN JONES INC.

6 By: /s/ Mark Gorton
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7 -and-

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PROOF OF SERVICE

I am employed in the County of Sacramento; my business address is 555 Capitol Mall, Suite 1500, Sacramento, California 95814. I am over the age of eighteen years and not a party to the foregoing action.

On January 22, 2020, I served the within:

**(1) VALLEY CLEAN ENERGY ALLIANCE'S STATUS CONFERENCE
STATEMENT REGARDING PRECONFIRMATION LEGAL ISSUES**

☒ **(by e-mail transmission)** on all parties listed on the attached **Exhibit A**, based on a court order or an agreement of the parties to accept service by e-mail or electronic transmission, I sent the document(s) to the person(s) at the e-mail address(es) as set forth on the attached service list, **Exhibit A**.

☒ **(by mail)** on all parties listed on the attached **Exhibit B** in said action by regular, first class United States mail, postage fully pre-paid, by placing a true copy thereof enclosed in a sealed envelope in a designated area for outgoing mail, addressed as set forth below. At Boutin Jones Inc., mail placed in that designated area is given the correct amount of postage and is deposited that same day, in the ordinary course of business, in a United States mailbox in the City of Sacramento, California.

TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):
Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) 1/22/2020, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on January 22, 2020, at Sacramento, California.

/s/ Carmelia V. Domingo
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Exhibit A - Email List

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Exhibit A - Email List

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Exhibit A - Email List

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Exhibit A - Email List

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Exhibit A - Email List

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Exhibit A - Email List

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Counsel to Avangrid Renewables, LLC	STITES & HARBISON PLLC	Attn: Elizabeth Lee Thompson	250 West Main Street	Suite 2300	Lexington	KY	40507-1758		859-226-2300	859-253-9144	ethompson@stites.com
Wind Project LLC, Enel Green Power North America, Inc., et al. and Enel X, Counsel for Gil Ranch Storage, LLC, Counsel for Gil Ranch Storage, LLC, Counsel for Power Dynamics, Inc., et al., Counsel for Power LLC, et al.	Stoel Rives LLP	Attn: Andrew H. Morton, Jennifer N. Slocum	600 University Street, Suite 3600		Seattle	WA	98101		206-624-0900	206-386-7500	andrew.morton@stoel.com jennifer.slocum@stoel.com
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Kidlake Wind Power III LLC, and Shiloh I Wind Project LLC, Enel Green Power North America, Inc., et al. and Enel X, Counsel for Gil Ranch Storage, LLC, Counsel for Power Dynamics, Inc., et al., Counsel for Power LLC, et al.	Stoel Rives LLP	Attn: Oren Buchanan Haker	760 SW Ninth, Suite 3000		Portland	OR	97205		503-294-9338	503-220-2480	oren.haker@stoel.com
Counsel for Gill Ranch Storage, LLC, Counsel for Power Dynamics, Inc., et al., Counsel for FTP Power, LLC, et al.	STOEL RIVES LLP	Attn: Sunny S. Sarkis	500 Capitol Mall	Suite 1600	Sacramento	CA	95814		916-447-0700	916-447-4781	sunny.sarkis@stoel.com
Counsel to South San Joaquin Irrigation District	STRAHLING VOCCA CARLSON & RAUTH, P.C.	ATTN: PAUL R. GLASSMAN	100 Wilshire Boulevard, 4th Floor		Santa Monica	CA	90401		424-214-7000	424-285-5637	prglassman@syr.com

Exhibit A - Email List

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
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Counsel for BrightView Enterprise Solutions, LLC, Counsel for Granite Construction Incorporated, BrightView Landscape Services, Inc.	Taylor English Duma LLP	Attn: John W. Mills, III	1600 Parkwood Circle	Suite 200	Atlanta	GA	30339		770-434-6868	770-434-7376	jmills@taylorenglish.com
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Counsel to Compass Lexecon, LLC	TOGUT, SEGAL & SEGAL LLP	Attn: Albert Togut, Kyle J. Ortiz, Amy M. Oden, Amanda C. Glaubach	One Penn Plaza	Suite 3335	New York	NY	10119		212-594-5000	212-567-4258	altogut@teamtogut.com
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Counsel for Consolidated Edison Development Inc.	TROUTMAN SANDERS LLP	Attn: Gabriel Ozel	11682 El Camino Real, Suite 400		San Diego	CA	92130-2092		858-509-6000	858-509-6040	gabriel.ozel@troutman.com
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Counsel for Interested Party United States on behalf of the Federal Energy Regulatory Commission	U.S. Department of Justice	Attn: Danielle A. Pham	1100 L Street, NW	Room 7106	Washington	DC	20005		202-514-7451	202-514-9163	danielle.pham@usdoj.gov
Counsel to Federal Energy Regulatory Commission	U.S. Department of Justice	Attn: Danielle A. Pham	P.O. Box 875	Ben Franklin Station	Washington	DC	20044-0875		202-514-7451	202-514-9163	danielle.pham@usdoj.gov
Counsel to Federal Energy Regulatory Commission	U.S. Department of Justice, Civil Division	Attn: Joseph H. Hunt, Ruth A. Harvey, Ruth A. Harvey, Kirk Manhardt, Matthew Troy, Marc S. Sacks, Danielle A. Pham, and Shane Huang	1100 L Street, NW	Room 7030	Washington	DC	20005		202-616-0341	202-514-9163	shane.huang@usdoj.gov
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Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel	U.S. NRC Region IV	1600 E. Lamar Blvd.	Arlington	TX	76011		817-860-8100		
Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel	U.S. NRC Region IV	1600 E. Lamar Blvd.	Washington	DC	20555-0001		301-415-7000		
Interested Party	Union Pacific Railroad Company	Attn: Tonya W. Conley, Lila L. Howe	1400 Douglas Street	STOP 1580	Omaha	NE	68179		402-544-3015		bankrupt@notices@up.com

Exhibit A - Email List

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
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US Securities and Exchange Commission	US Securities and Exchange Commission	Attn: Jina Choi, Regional Director	San Francisco Regional Office	44 Montgomery Street, Suite 2800	San Francisco	CA	94104		415-705-2500		sanfrancisco@sec.gov
US Securities and Exchange Commission	US Securities and Exchange Commission	Attn: Office of General Counsel	100 F St. NE MS 6041B		Washington	DC	20549		202-551-5100		secbankruptcy@sec.gov
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Counsel to Public Employees Retirement Association of New Mexico	WAGSTAFFE, VON LOEWENFELDT, BUSCH & RADWICK, LLP	Attn: James M. Wagstaffe & Frank Busch	100 Pine Street	Suite 725	San Francisco	CA	94111		415-357-8900	415-371-0500	wagstaffe@wvblaw.com busch@wvblaw.com
Individual Plaintiffs Executive Committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Coordination Proceeding Number 4955, Plaintiff to the terms of the Court's Case Management Order No. 1	Walkup Melodia Kelly & Schoenberger	Attn: Michael A. Kelly, Khalidoun A. Baghdadli, Max Schuver	650 California Street	26th Floor	San Francisco	CA	94108		415-981-7210	415-391-6956	mkelly@walkuplawoffice.com kbaghdadi@walkuplawoffice.com mschuver@walkuplawoffice.com
Counsel for Aera Energy LLC, Midway Sunset Congeneration Company	Walker Wilhelm Law Group a Professional Corporation	Attn: Riley C. Walker, Michael L. Wilhelm	205 E. River Park Circle	Suite 410	Fresno	CA	93720			559-435-9868	rileywalker@W2LG.com MWilhelm@W2LG.com
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Counsel to Michael G. Kasolas, Claims Representative	Wendel Rosen LLP	Attn: Mark S. Bostick, Lisa Lenherr	1111 Broadway	24th Floor	Oakland	CA	94607		510-834-6600	510-834-1928	mbostick@wendel.com llenherr@wendel.com
Counsel for Sempra Energy, San Diego Gas & Electric Company, and Southern California Gas Company	White & Case LLP	Attn: J. Christopher Shore	1221 Avenue of the Americas		New York	NY	10020-1095		212-819-8200	212-354-8113	shore@whitecase.com
Counsel for Sempra Energy, San Diego Gas & Electric Company	White & Case LLP	Attn: Roberto J. Kampfner	555 South Flower Street	Suite 2700	Los Angeles	CA	90071		213-620-7700	213-452-2329	rkampfner@whitecase.com
Counsel for Sempra Energy, San Diego Gas & Electric Company, and Southern California Gas Company	White & Case LLP	Attn: Thomas E. Lauria, Matthew C. Brown	Southwest Financial Center	200 South Biscayne Boulevard, Suite 4900	Miami	FL	33131-2352		305-371-2700	305-385-5744	tlauria@whitecase.com mbrown@whitecase.com
Counsel for Ballard Marine Construction, Inc.	Williams Kastner	Attn: Todd W. Blischke	601 Union Street	Suite 4100	Seattle	WA	98101-2380		206-628-6623		TBlischke@williamskastner.com
Counsel for Ad Hoc Group of Subrogation Claim Holders	Willkie Farr & Gallagher LLP	Attn: Matthew A. Feldman, Joseph G. Minias, Daniel I. Forman	787 Seventh Avenue		New York	NY	10019-6099		212-728-8000	212-728-8111	mfeldman@willkie.com jminias@willkie.com dforman@willkie.com
Indagated Party ICE NGX Canada Inc.	WILMER CUTLER PICKERING HALE & DORR LLP	Attn: Chris Johnstone	950 PAGE MILL ROAD		PALO ALTO	CA	94304				CHRIS.JOHNSTONE@WILMERHALE.COM
Counsel for Macquarie Energy LLC, Counsel for California Efficiency + Demand Management Council, Counsel for Cypress Energy Partners, L.P., Tulsa Inspection Resources - PUC, LLC, Tulsa Inspection Resources - LLC, CF Inspection Management - LLC, and Cypress Energy Management - TIR, LLC, Counsel for Peninsula Clean Energy Authority, Counsel to the City of San Jose, CA	Winston & Strawn LLP	Attn: David Neier	200 Park Avenue	40th Floor	New York	NY	10166-4193		212-294-6700	212-294-4700	dneier@winston.com
Counsel to the City of San Jose, CA	WINSTON & STRAWN LLP	Attn: Jennifer MacLachin Cecil	101 California Street	35th Floor	San Francisco	CA	94111-5840		415-951-1000	415-591-1400	jcecil@winston.com

Exhibit A - Email List

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
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Counsel for Liberty Mutual Life Insurance Company	GOLUBOW HOLLANDER, LLP	Attn: Richard H. Golubow									
Counsel for Ballard Marine Construction, Inc.	Wolkin Curran, LLP	Attn: James D. Curran, Esq.	111 Maiden Lane, 6th Floor		San Francisco	CA	94108		415-982-9390	415-982-4328	jcurran@wolkincurran.com
	Worley Law, P.C.	Attn: Kirsten A. Worley	1572 Second Avenue		San Diego	CA	92101		619-550-1004		kw@wlawcorp.com
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Exhibit B – Service List by Mail Only

DESCRIPTION	NAME	ADDRESS
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Proposed Attorneys for Debtors	Keller & Benvenuti LLP	Attn: Tobias Keller, Esq. and Jane Kim, Esq. 650 California Street, Suite 1900 San Francisco, CA 94108
Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: David P. Simmons 1999 Avenue of the Stars Suite 600 Los Angeles, CA 90067
Federal Energy Regulatory Commission	Federal Energy Regulatory Commission	Attn: General Counsel 888 First St NE Washington DC 20426
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	Greene Radovsky Maloney Share & Hennigh LLP	Attn: Edward J. Tredinnick Four Embarcadero Center Suite 4000 San Francisco CA 94111-4106
Counsel for DTE Stockton, LLC, Mt. Poso Congeneration Company, LLC f/k/a Mt. Poso Congeneration Company, L.P., Potrero Hills Energy Producers, LLC, Sunshine Gas Producers, LLC Woodland Biomass Power, LLC f/k/a Woodland Biomass Power Ltd.	Greene Radovsky Maloney Share & Hennigh LLP	Attn: Kevin S. Eckhardt 50 California Street Suite 1700 San Francisco, CA 94111
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation 2970 Market St Philadelphia PA 19104-5016
Interested Party John A. Vos	John A. Vos	1430 Lincoln Avenue San Rafael, CA 94901

Exhibit B – Service List by Mail Only

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Interested Party Placer County Office of the Treasurer-Tax Collector	Placer County Office of the Treasurer-Tax Collector	Attn: Robert Kanngiesser 2976 Richardson Drive Auburn CA 95603
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	San Francisco City Attorney's Office	Attn: Owen Clements 1390 Market Street 7th Floor San Francisco CA 94102
U.S. Bankruptcy Court Northern District of CA	U.S. Bankruptcy Court Northern District of CA	Attn: Honorable Dennis Montali PG&E Corp. Chambers Copy 450 Golden Gate Ave, 18th Floor San Francisco CA 94102
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Nuclear Regulatory Commission		Attn: General Counsel Washington, DC 20555-0001
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Exhibit B – Service List by Mail Only

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	Davis Polk & Wardwell LLP	Attn: Andrew D. Yaphe 55 Hudson Yards New York, NY 10001-2163
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Official Committee of Unsecured Creditors	Milbank LLP	Attn: Paul S. Aronzon, Esq., Gregory A. Bray, Esq., and Thomas R. Kreller, Esq. 2029 Century Park East, 33rd Floor Los Angeles, CA 90067
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Administrative Agent Under the Debtors' Debtor-in- Possession Financing Facility	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Esq., Erez E. Gilad, Esq., and Matthew G. Garofalo, Esq. 180 Maiden Lane New York, NY 10038-4982
Counsel for the collateral Agent Under the Debtors' Debtor-in-Possession Financing Facility	Davis Polk & Wardwell LLP	Attn: Eli J. Vonnegut, Esq., David Schiff, Esq., and Timothy Graulich, Esq. 450 Lexington Avenue New York, NY 10017
Counsel to the California Public Utilities Commission	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Attn: Alan W. Kornberg, Esq., Brian S. Hermann, Esq., Walter R. Rieman, Esq., Sean A. Mitchell, Esq., and Neal P. Donnelly, Esq. 1285 Avenue of the Americas New York, NY 10019-6064